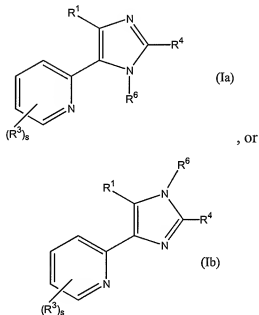


**Listing of Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (currently amended) A compound of the formula (Ia) or (Ib):



or a pharmaceutically acceptable salt, tautomer, prodrug, hydrate, or solvate thereof, wherein:

$R^1$  is an optionally substituted ~~saturated, unsaturated, or~~ aromatic  $C_3$ - $C_{20}$  mono-, bi- or polycyclic ring optionally containing at least one at least one nitrogen atom heteroatom selected from the group consisting of N, O and S;

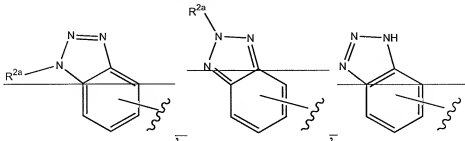
each  $R^3$  is independently selected from the group consisting of: hydrogen, halo, halo( $C_1$ - $C_6$ )alkyl, ( $C_1$ - $C_6$ )alkyl, ( $C_2$ - $C_6$ )alkenyl, ( $C_2$ - $C_6$ )alkynyl, perhalo( $C_1$ - $C_6$ )alkyl, ( $C_5$ - $C_{10}$ )heteroaryl, ( $C_5$ - $C_{10}$ )heterocyclic, ( $C_3$ - $C_{10}$ )cycloalkyl, hydroxy, ( $C_1$ - $C_6$ )alkoxy, perhalo( $C_1$ - $C_6$ )alkoxy, phenoxy, ( $C_5$ - $C_{10}$ )heteroaryl-O-,

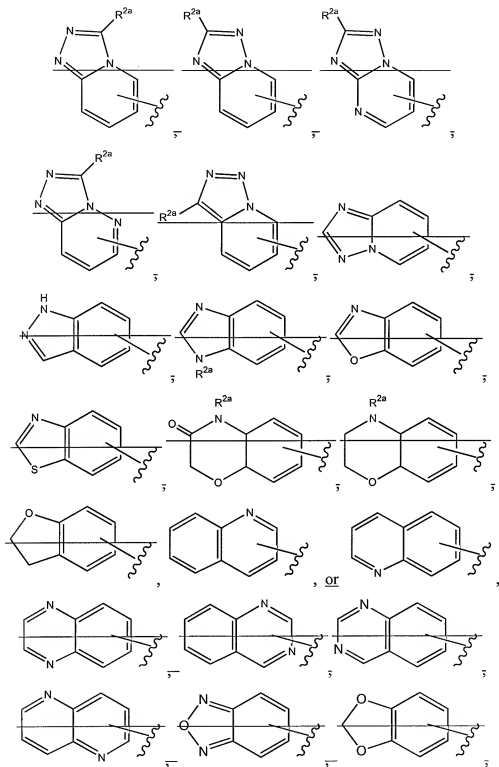
(C<sub>5</sub>-C<sub>10</sub>)heterocyclic-O-, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl-O-, (C<sub>1</sub>-C<sub>6</sub>)alkyl-S-, (C<sub>1</sub>-C<sub>6</sub>)alkyl-SO<sub>2</sub>-, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NH-SO<sub>2</sub>-, nitro, cyano, amino, Ph(CH<sub>2</sub>)<sub>1-6</sub>NH-, (C<sub>1</sub>-C<sub>6</sub>)alkylamino, [(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>2</sub>-amino, (C<sub>1</sub>-C<sub>6</sub>)alkyl-SO<sub>2</sub>-NH-, amino(C=O)-, aminoSO<sub>2</sub>-, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O)-NH-, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O)-[[(C<sub>1</sub>-C<sub>6</sub>)alkyl]-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-[[(C<sub>1</sub>-C<sub>6</sub>)alkyl]-N]-, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O)-, phenyl-(C=O)-, (C<sub>5</sub>-C<sub>10</sub>)heteroaryl-(C=O)-, (C<sub>5</sub>-C<sub>10</sub>)heterocyclic-(C=O)-, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl-(C=O)-, HO-(C=O)-, (C<sub>1</sub>-C<sub>6</sub>)alkyl-O-(C=O)-, H<sub>2</sub>N(C=O)-(C<sub>1</sub>-C<sub>6</sub>)alkyl-NH-(C=O)-, [(C<sub>1</sub>-C<sub>6</sub>)alkyl]<sub>2</sub>-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[[(C<sub>1</sub>-C<sub>6</sub>)alkyl]-N]-(C=O)-, (C<sub>5</sub>-C<sub>10</sub>)heteroaryl-NH-(C=O)-, (C<sub>5</sub>-C<sub>10</sub>)heterocyclic-NH-(C=O)-, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl-NH-(C=O)- and (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O)-O-, where R<sup>3</sup> is optionally substituted by at least one substituent independently selected from (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halo(C<sub>1</sub>-C<sub>6</sub>)alkyl, halo, H<sub>2</sub>N-, Ph(CH<sub>2</sub>)<sub>1-6</sub>NH-, and (C<sub>1</sub>-C<sub>6</sub>)alkylNH-;

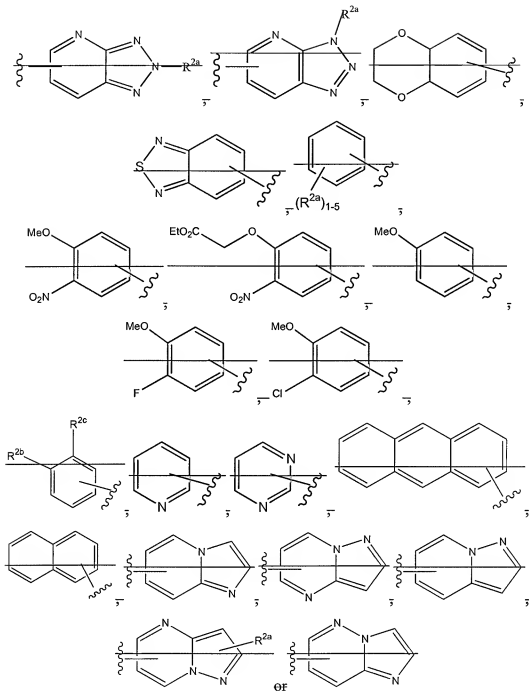
s is an integer from one to five; and

R<sup>4</sup> and R<sup>6</sup> taken together with the atoms to which they are attached form a core fused heteroaromatic.

2. (original) A compound of claim 1, wherein R<sup>3</sup> is a (C<sub>1</sub>-C<sub>6</sub>)alkyl or a (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl group.
3. (original) A compound of claim 2, wherein R<sup>3</sup> is a methyl or a cyclopropyl group;
4. (currently amended) A compound of claim 1, wherein R<sup>1</sup> is





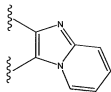


wherein  $R^{2a}$  is independently selected from the group consisting of: hydrogen,  $(C_1-C_6)$ alkyl,  $(C_2-C_6)$ alkenyl,  $(C_2-C_6)$ alkynyl,  $(C_3-C_{10})$ cycloalkyl,  $(C_5-C_{10})$ aryl,  $(C_1-C_6)$ alkyl- $(C_5-C_{10})$ aryl, amino, carbonyl, carboxyl,  $(C_1-C_6)$ acid,  $(C_1-C_6)$ ester,  $(C_5-C_{10})$ heteroaryl,  $(C_5-C_{10})$ heterocyclyl,  $(C_1-C_6)$ alkoxy, nitro, halo, hydroxyl,

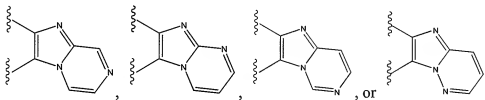
and (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>)ester; and where alkyl, alkenyl, alkynyl, cycloalkyl, aryl, amino, acid, ester, heteroaryl, heterocyclyl, and alkoxy of R<sup>2a</sup> is optionally substituted by at least one moiety independently selected from the group consisting of hydrogen, halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>3</sub>-C<sub>6</sub>)alkynyl, perhalo(C<sub>1</sub>-C<sub>6</sub>)alkyl, phenyl, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, (C<sub>3</sub>-C<sub>10</sub>)heteroaryl, (C<sub>3</sub>-C<sub>10</sub>)heterocyclic, formyl, -CN, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O), phenyl-(C=O), HO-(C=O), (C<sub>1</sub>-C<sub>6</sub>)alkyl-O-(C=O), (C<sub>1</sub>-C<sub>6</sub>)alkyl-NH-(C=O), ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>N-(C=O), phenyl-NH-(C=O), phenyl-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N]-(C=O), nitro, amino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>-amino, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O)-NH, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], phenyl-(C=O)-NH, phenyl-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], H<sub>2</sub>N-(C=O)-NH, (C<sub>1</sub>-C<sub>6</sub>)alkyl-HN-(C=O)-NH, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>N-(C=O)-NH, (C<sub>1</sub>-C<sub>6</sub>)alkyl-HN-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>N-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], phenyl-HN-(C=O)-NH, (phenyl)<sub>2</sub>N-(C=O)-NH, phenyl-HN-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], (phenyl)<sub>2</sub>N-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], (C<sub>1</sub>-C<sub>6</sub>)alkyl-O-(C=O)-NH, (C<sub>1</sub>-C<sub>6</sub>)alkyl-O-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], phenyl-O-(C=O)-NH, phenyl-O-(C=O)-[(C<sub>1</sub>-C<sub>6</sub>)alkyl-N], (C<sub>1</sub>-C<sub>6</sub>)alkyl-SO<sub>2</sub>NH, phenyl-SO<sub>2</sub>NH, (C<sub>1</sub>-C<sub>6</sub>)alkyl-SO<sub>2</sub>, phenyl-SO<sub>2</sub>, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, perhalo(C<sub>1</sub>-C<sub>6</sub>)alkoxy, phenoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C=O)-O, (C<sub>1</sub>-C<sub>6</sub>)ester-(C<sub>1</sub>-C<sub>6</sub>)alkyl-O, phenyl-(C=O)-O, H<sub>2</sub>N-(C=O)-O, (C<sub>1</sub>-C<sub>6</sub>)alkyl-HN-(C=O)-O, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>N-(C=O)-O, phenyl-HN-(C=O)-O, and (phenyl)<sub>2</sub>N-(C=O)-O; and

R<sup>2b</sup> and R<sup>2c</sup> taken together with the atoms to which they are attached form an optionally-substituted mono-, bi- or polycyclic, saturated, unsaturated, or aromatic ring system optionally containing at least one heteroatom selected from the group consisting of N, O and S.

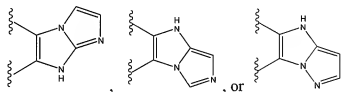
5. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



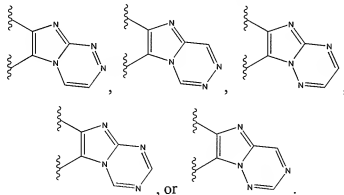
6. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



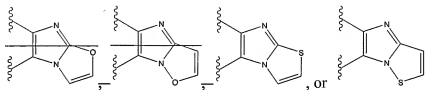
7. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



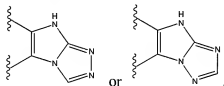
8. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



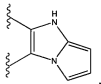
9. (currently amended) A compound of claim 4, wherein said core fused heteroaromatic is:



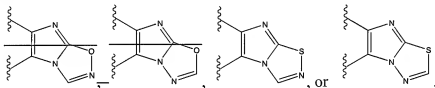
10. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



11. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



12. (currently amended) A compound of claim 4, wherein said core fused heteroaromatic is:



13. (currently amended) A compound selected from the group consisting of:  
 6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;  
 6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrazin-3-yl]-quinoline;  
 6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-quinoline;  
 2-Benzo[1,3]dioxol-5-yl-3-(6-methyl-pyridin-2-yl)-1H-imidazo[1,2-a]imidazole;

2-Benzo[1,3]dioxol-5-yl-3-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidine;  
6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrazin-3-yl]-quinoline;  
6-[3-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-2-yl]-quinoline;  
6-[3-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-2-yl]-quinoline;  
6-[6-(6-Methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-quinoline;  
6-[6-(6-Methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-quinoline;  
6-[8-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;  
6-[7-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;  
6-[6-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;  
6-[3-(6-Methyl-pyridin-2-yl)-7H-imidazo[1,2-a]imidazol-2-yl]-quinoline;  
1-Methyl-6-[3-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-2-yl]-1H-  
benzotriazole;  
1-Methyl-6-[2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-1H-  
benzotriazole;  
6-[3-Methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-quinoline;  
6-[2-Methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-quinoline;  
6-[7-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-quinoline;  
2-(6-Methyl-pyridin-2-yl)-3-quinolin-6-yl-imidazo[1,2-a]pyrimidin-7-ylamine;  
6-[7-Methyl-2-(6-methyl-pyridin-2-yl)-6-nitro-imidazo[1,2-a]pyridin-3-yl]-  
quinoline;  
1-Methyl-6-[2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-1H-  
benzotriazole;  
1-Methyl-6-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-1H-  
benzotriazole;  
1-Methyl-6-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-1H-  
benzotriazole;  
2-Methyl-5-[2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-2H-  
benzotriazole;



3-(2-Methyl-2H-benzotriazol-5-yl)-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-7-ylamine;

2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-benzotriazole;

2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-2H-benzotriazole;

2-(6-Methyl-pyridin-2-yl)-3-quinolin-6-yl-imidazo[1,2-a]pyrimidin-7-ol;

1-Methyl-6-[6-(6-methyl-pyridin-2-yl)-2-methylsulfanyl-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-1H-benzotriazole;

Dimethyl-[2-(6-methyl-pyridin-2-yl)-3-quinolin-6-yl-imidazo[1,2-a]pyrimidin-7-yl]-amine;

2-Methyl-5-[3-methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-benzotriazole;

2-Methyl-5-[2-methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-benzotriazole;

2-(6-Methyl-pyridin-2-yl)-3-pyridin-4-yl-imidazo[1,2-a]pyridine;

2-(6-Methyl-pyridin-2-yl)-3-pyridin-4-yl-imidazo[1,2-a]pyrimidine;

2-(6-Methyl-pyridin-2-yl)-3-pyridin-4-yl-imidazo[1,2-a]pyrimidin-7-ylamine;

3-Benzothiazol-6-yl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-7-ylamine;

1-Methyl-6-[6-(6-cyclopropyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-1H-benzotriazole;

3-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-3H-[1,2,3]triazolo[4,5-b]pyridine;

3-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-3H-[1,2,3]triazolo[4,5-b]pyridine;

2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-[1,2,3]triazolo[4,5-b]pyridine;

2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-2H-[1,2,3]triazolo[4,5-b]pyridine; and

2-Methyl-5-[2-(6-methyl-pyridin-2-yl)-7H-imidazo[1,2-a]imidazol-3-yl]-2H-benzotriazole.

14. (original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

15. (withdrawn) A method of preventing or treating a TGF-related disease state in an animal or human comprising the step of administering a therapeutically effective amount of a compound of claim 1 to the animal or human suffering from the TGF-related disease state and wherein said TGF-related disease state is selected from the group consisting of cancer, glomerulonephritis, diabetic nephropathy, hepatic fibrosis, pulmonary fibrosis, intimal hyperplasia and restenosis, scleroderma, and dermal scarring.